

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL
OMB Number: 3235-0076
Expires: April 30,2008
Estimated average burden
hours per response. 16.00

SEC	USE OI	VLY
Prefix		Serial
DA	TE RECEIV	ED

Name of Offering (check if this is an amendment and name has changed, and indicate change.) High Point South Limited Partnership	
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) ULOE Type of Filing: New Filing Amendment	
A. BASIC IDENTIFICATION DATA	07071642
1. Enter the information requested about the issuer	
Name of Issuer (check if this is an amendment and name has changed, and indicate change.) High Point South Limited Partnership	
Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Nu	mber (Including Area Code)
120 Sixth Avenue North, P.O. Box 19028, Seattle, Washington 98109-1028 Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices) Same as above Brief Description of Business	O umber (Including Area Code)
Lessor of residential dwelling units to low-income tenants Type of Business Organization corporation business trust limited partnership, already formed limited partnership, to be formed	PROCESSED JUL 20 2007
Month Year Actual or Estimated Date of Incorporation or Organization: 1 2 0 6 Actual Estimated Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction)	THOMSON

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION -

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the filing of a federal notice.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1972 (6-02) required **ORIGINAL**

A. I	BASIC IDENTIFICATION DATA	• 	
2. Enter the information requested for the following:			
• Each promoter of the issuer, if the issuer has been o	rganized within the past five years;		
Each beneficial owner having the power to vote or dis	pose, or direct the vote or disposition	of, 10% or more of a c	class of equity securities of the issue
Each executive officer and director of corporate issu	ers and of corporate general and man	naging partners of par	tnership issuers; and
Each general and managing partner of partnership is	suers.		
Check Box(es) that Apply: Promoter Benefici	al Owner	Director [General and/or Managing Partner
Full Name (Last name first, if individual)			
Housing Authority of the City of Seattle			
Business or Residence Address (Number and Street, City, St	ate Zin Code)		
120 Sixth Avenue North, P.O. Box 19028, Seattle, Wa			
Check Box(es) that Apply: Promoter Benefici	al Owner	Director (General and/or Managing Partner
Full Name (Last name first, if individual)			
Tierney, Thomas M.			
Business or Residence Address (Number and Street, City, St			
20 Sixth Avenue North, P.O. Box 19028, Seattle, Was	shington 98109-1028		
Check Box(es) that Apply: Promoter Benefici	al Owner	Director	General and/or Managing Partner
Full Name (Last name first, if individual) Bley, David			
Business or Residence Address (Number and Street, City, St	ate, Zip Code)		
20 Sixth Avenue North, P.O. Box 19028, Seattle, Wa	shington 98109-1028		
Check Box(es) that Apply: Promoter Benefici	al Owner	Director	General and/or Managing Partner
Full Name (Last name first, if individual)			
Bailey, Sybil			
Business or Residence Address (Number and Street, City, St			
120 Sixth Avenue North, P.O. Box 19028, Seattle, Wa	ashington 98109-1028		
Check Box(es) that Apply: Promoter Benefic	ial Owner Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual) Cook, Marie			
Business or Residence Address (Number and Street, City, S	tate, Zip Code)		
120 Sixth Avenue North, P.O. Box 19028, Seattle, Wa	ashington 98109-1028		
Check Box(es) that Apply: Promoter Benefic	ial Owner Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual) Hong, Katie			
Business or Residence Address (Number and Street, City, S 120 Sixth Avenue North, P.O. Box 19028, Seattle, W	•		
Check Box(es) that Apply: Promoter Benefic	ial Owner Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual) Potter, Jennifer			· · · · · · · · · · · · · · · · · · ·
Business or Residence Address (Number and Street, City, S 120 Sixth Avenue North, P.O. Box 19028, Seattle, Wa			

		\$\$47.0800.000			4	
2. Enter the information requested for	r the following	;				
 Each promoter of the issuer, 	if the issuer ha	s been organized wit	hin the past five years;			•
 Each beneficial owner having 	the power to vo	ete or dispose, or dire	ct the vote or disposition o	f, 10% or more of	a class	of equity securities of the issuer.
 Each executive officer and di 	irector of corpo	rate issuers and of c	orporate general and mans	iging partners of p	artner	ship issuers; and
 Each general and managing ; 	artner of partn	ership issuers.				
<u> </u>		Beneficial Owner	Executive Officer	✓ Director		General and/or
						Managing Partner
Full Name (Last name first, if individu-	al)					
Valentine, Bettylou						
Business or Residence Address (Num 120 Sixth Avenue North, P.O. Box						
Check Box(es) that Apply: Pro	moter [Beneficial Owner	Executive Officer	☑ Director		General and/or Managing Partner
Full Name (Last name first, if individu Winston, Al	al)					
Business or Residence Address (Num	ber and Street,	City, State, Zip Coo	1e)			· · · · · · · · · · · · · · · · · · ·
120 Sixth Avenue North, P.O. Box	19028, Seatt	tle, Washington 9	8109-1028			
Check Box(es) that Apply: Pro	moter [Beneficial Owner	Executive Officer	Director		General and/or Managing Partner
Full Name (Last name first, if individu	al)					
Business or Residence Address (Num	iber and Street,	City, State, Zip Co.	de)			
Check Box(es) that Apply: Pro	omoter [Beneficial Owner	Executive Officer	Director		General and/or Managing Partner
Full Name (Last name first, if individu	al)					
Business or Residence Address (Num	nber and Street	, City, State, Zip Co	de)			
Check Box(es) that Apply: Pro	omoter [Beneficial Owner	Executive Officer	Director		General and/or Managing Partner
Full Name (Last name first, if individu	ial)					
Business or Residence Address (Num	nber and Street	, City, State, Zip Co	de)			
Check Box(es) that Apply: Pro	omoter [Beneficial Owner	Executive Officer	Director		General and/or Managing Partner
Full Name (Last name first, if individu	ral)					
Business or Residence Address (Nur	nber and Street	, City, State, Zip Co	de)			
Check Box(es) that Apply: Pro	omoter	Beneficial Owner	Executive Officer	Director		General and/or Managing Partner
Full Name (Last name first, if individu	ual)					
Business or Residence Address (Nur	nber and Street	, City, State, Zip Co	de)			
	(Use blank she	et, or copy and use	additional copies of this s	heet, as necessary)	<u> </u>

				В. П	NFORMAT	ION ABOU	T OFFERI	NG				
1. Has the	e issuer sol	d, or does t							•		Yes	No 🔀
					Appendix		· -				20.	666 000 00
2. What i	s the minin	num investn	nent that w	ill be acce	pted from a	nny individ	ual?		***************************************	•••••	₽	666,000.00
3. Does th	3. Does the offering permit joint ownership of a single unit?										Yes ₽	No □
commi If a per or state	ssion or sin son to be lists, list the n	ilar remune sted is an as	eration for s sociated pe proker or de	solicitation erson or age caler. If mo	of purchase int of a brok ire than five	ers in conno cer or deale c (5) person	ection with r registered is to be list	sales of sec I with the S ed are asso	curities in t SEC and/or	irectly, any he offering. with a state ons of such		
Full Name (N/A	(Last name	first, if ind	ividual)			-						
Business or	Residence	Address (N	Number and	Street, Ci	tv. State, Z	(ip Code)						
						,						
Name of As	ssociated B	roker or De	aler									
States in W	hich Persor	n Listed Ha	s Solicited	or Intends	to Solicit	Purchasers			······································			
(Check	"All State	s" or check	individual	States)	***************************************			***************************************			☐ Al	1 States
AL	[AK]	[AZ]	AR	CA	CO	[CT]	DE	DC	FL	GA]	HI	[ID]
IL	IN	IA	KS	KY	LA	ME	MD	MA	MI	[MN]	MS	MO
MT	NE)	NV	(NH)	NJ)	NM UE	NY	NC	ND	OH	OK	OR	PA
RI	SC	SD	TN	TX	TU	VT	(VA)	WA	WV	WI	WY	[PR]
Full Name	(Last name	first, if ind	ividual)								·	
Business o	r Residence	e Address (1	Number an	d Street, C	ity, State,	Zip Code)		_				_
Name of As	ssociated B	roker or De	aler									
States in W	hich Person	n Listed Ha	s Solicited	or Intends	to Solicit	Purchasers			······································			
(Check	"All State	s" or check	individual	States)	••••			······			☐ Al	l States
ĀL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
ŪL,	[N]	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
MT	NE	NV	NH	NJ	NM	NY	NC	ND	OH	OK	OR	PA
RI	SC	SD	TN	TX	UT	VT	VA	WA	WV)	WI	WY	PR
Full Name	(Last name	first, if ind	ividual)									
Business o	r Residence	e Address (Number an	ıd Street, C	City, State,	Zip Code)			· · · · · · · · · · · · · · · · · · ·			.
Name of As	ssociated B	roker or De	aler					=				
States in W	hich Person	n Listed Ha	s Solicited	or Intends	to Solicit	Purchasers						_
		s" or check									☐ Al	l States
[AL]	[ĀK]	AZ	AR	CA	CO	[CT]	DE	[DC]	FL	[GA]	HI	[ID]
	IN]	IA	KS	KY	LA	ME	MD	MA	MI	MN)	MS	MO
MT	NE]	NV	NH	NJ	NM	NY	NC	ND	OH	OK	OR	PA
RI	SC]	SD	TN	TX	UT	∇T	ĺΫΑ	WA	\overline{WV}	ŴI	WY	PR

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.				
	Type of Security	Aggregate Offering Price		Am	ount Already Sold
	Debt	s 0	.00	s	0.00
	Equity		00	<u>-</u>	0.00
	Common Preferred			-	
	Convertible Securities (including warrants)	6 0	.00	\$	0.00
	Partnership Interests		.00	-	,666,000.00
	Other (Specify)		.00	\$	0.00
	Total		0.00	*	,666,000.00
	Answer also in Appendix, Column 3, if filing under ULOE.	·		<u> </u>	
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."				Aggregate
		Number Investors			llar Amount f Purchases
	Accredited Investors	1		s 2	9,666,000.00
	Non-accredited Investors			s	
	Total (for filings under Rule 504 only)	•		s_	
	Answer also in Appendix, Column 4, if filing under ULOE.				
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.				
	Type of Offering	Type of Security		De	ollar Amount Sold
	Rule 505			\$	
	Regulation A			\$_	
	Rule 504			\$_	
	Total			\$	0.00
4	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.				
	Transfer Agent's Fees			\$	0.00
	Printing and Engraving Costs			\$	0.00
	Legal Fees		\mathbf{Z}	\$	195,720.00
	Accounting Fees			\$	75,000.00
	Engineering Fees			\$	0.00
	Sales Commissions (specify finders' fees separately)			s	0.00
	Other Expenses (identify) Tax credit allocation fee			\$	249,423.00
	Total		☑	\$	520,143.00

	C. OFFERING PRICE, NUM	IBER OF INVESTORS, EXPENSES AND USE O	F PROCEE	EDS		
	b. Enter the difference between the aggregate offe and total expenses furnished in response to Part C—proceeds to the issuer."	- Question 4.a. This difference is the "adjusted gro	SS		\$	145,857.00
5.	Indicate below the amount of the adjusted gross preach of the purposes shown. If the amount for a check the box to the left of the estimate. The total of proceeds to the issuer set forth in response to Par	ny purpose is not known, furnish an estimate a of the payments listed must equal the adjusted gro	nd			
			Óf Dire	nents to ficers, ctors, & liates		nyments to Others
	Salaries and fees		🗆 \$	0.00	□ \$_	0.00
	Purchase of real estate		🗆 \$ _	0.00	\$_	0.00
	Purchase, rental or leasing and installation of ma		 	0.00	\$ _	0.00
	Construction or leasing of plant buildings and fa	cilities	🔲 \$	0.00	_ \$_	9,645,857.00
	Acquisition of other businesses (including the va offering that may be used in exchange for the ass issuer pursuant to a merger)	sets or securities of another	[7] \$	0.00	□\$_	0.00
	Repayment of indebtedness		_	0.00	<u></u> -	19,500,000.
	Working capital			0.00	s_	0.00
	Other (specify):		_ 🗆 \$	0.00	☐ \$_	0.00
			_ 	0.00	□ \$ _	0.00
	Column Totals		 [] \$	0.00	✓ \$_	29,145,857.0
	Total Payments Listed (column totals added)			∑ \$	29,145	857.00
	and the second second	D. FEDERAL SIGNATURE			··· ,	£.
sig	issuer has duly caused this notice to be signed by the nature constitutes an undertaking by the issuer to fi information furnished by the issuer to any non-ac	arnish to the U.S. Securities and Exchange Com	mission, u	pon writte	le 505, n reque	the following est of its staff
Iss	ner (Print or Type)	Signature	Date			
	ph Point South Limited Partnership	Thomas M TIGENT	July 12	2, 2007		
Na	ne of Signer (Print or Type)	Title of Signer (Print or Type)				
	mas M. Tierney	Executive Director				

- ATTENTION ----

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

,		E. STATE SIGNATI	JRE.	
1.	Is any party described in 17 CFR 230.2 provisions of such rule?			Yes No
		See Appendix, Column 5, for s	tate response.	
2.	The undersigned issuer hereby undertake D (17 CFR 239.500) at such times as re		rator of any state in which this notice is f	iled a notice on Form
3.	The undersigned issuer hereby undertak issuer to offerees.	ces to furnish to the state admini	strators, upon written request, informat	ion furnished by the
4.	The undersigned issuer represents that t limited Offering Exemption (ULOE) of of this exemption has the burden of esta	the state in which this notice is f	iled and understands that the issuer clai	itled to the Uniform ming the availability
	uer has read this notification and knows the thorized person.	contents to be true and has duly c	aused this notice to be signed on its beha	If by the undersigned
Issuer (Print or Type)	Signature	Date	
High Po	oint South Limited Partnership	Jones M TIG	24Cm July 12, 2007	
Name (Print or Type)	Title (Print or Type)		

Executive Director

Name (Print or Type) Thomas M. Tierney

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Intend to sell to non-accredited investors in State (Part B-Item 1) State Yes No No Investors Amount Investors Amount AL AZ	Disquali under Star (if yes, a explana waiver a (Part E-	fication te ULOE attach tion of granted)
State Yes No		No
AK		
AZ AR [[CA] CO [CO]		
AR CA CO		1
CA CO		
CO	1	
1) Promote and the second seco		
CT CT		
DE	1	
DC		
FL		
GA		
н		
ID		
IL .		
IN		
IA .		
KS		
KY KY		
LA		
ME		
MD Imited partnership interest 1 0		
MA		
MI MI		
MN MN		
MS S		

APPENDIX 2 5 1 3 4 Disqualification Type of security under State ULOE Intend to sell and aggregate (if yes, attach offering price Type of investor and to non-accredited explanation of investors in State offered in state amount purchased in State waiver granted) (Part B-Item 1) (Part C-Item 1) (Part C-Item 2) (Part E-Item 1) Number of Number of Accredited Non-Accredited Yes Investors Investors Yes State No Amount Amount No MO MT NE NV NH NJ NM NY NC ND OH OK OR PA RI SC SD TNTX UT VT VAWA wv WI

	•		•	APP	ENDIX	· · · · · · · · · · · · · · · · · · ·			٠,				
I		2	3		4								
	to non-a	I to sell accredited is in State I-Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)					amount purchased in State		(if yes explan waiver	ate ULOE, attach ation of granted)
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No				
WY													
PR													

